

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:)	
)	Chapter 11
)	
Philadelphia Newspapers, LLC, <i>et al.</i> , ¹)	Case No. 09-11204 (SR)
)	
Debtors.)	Jointly Administered
)	

**ORDER AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS RELATING TO DEBTORS' DELIVERY SYSTEM**

Upon the motion (the "Motion")² of the Debtors for entry of an order (this "Order") authorizing the Debtors to reject the Dealer Agreements as of November 1, 2009; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest in the Chapter 11 Cases; the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted in its entirety.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: PMH Acquisition, LLC (1299), Broad Street Video, LLC (4665), Philadelphia Newspapers, LLC (3870), Philadelphia Direct, LLC (4439), Philly Online, LLC (5185), PMH Holdings, LLC (1768), Broad Street Publishing, LLC (4574), Philadelphia Media, LLC (0657) and Philadelphia Media Holdings, LLC (4680).

² Each capitalized term used but not defined herein shall have the meaning ascribed thereto in the Motion.

2. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.


3. Each Dealer Agreement is rejected under section 365 of the Bankruptcy Code as of November 1, 2009 (the "Rejection Date").

4. The Debtors shall comply with their obligations under section 365(d)(3) of the Bankruptcy Code with respect to each Dealer Agreement through the Rejection Date.

5. The Debtors do not waive any rights or claims that they have or may have against the Single-Copy Dealers, or any other parties to the Dealer Agreements, whether or not such rights or claims are related to the rejection of the Dealer Agreements. Nothing in this Order shall impair the ability of the Debtors to contest any claim of any Single-Copy Dealer, or any creditor pursuant to applicable law or otherwise dispute, contest, setoff, or recoup any claim, or assert any rights, claims or defenses related thereto.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: December 10, 2009
Philadelphia, Pennsylvania

Entered: 
Chief, United States Bankruptcy Judge
Stephen Raslavich